

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
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AMERICAN REALTY CAPITAL	:	15-MC-40 (AKH)
PROPERTIES, INC. LITIGATION	:	
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	:	
This Document Relates to:	:	
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<i>Teachers Insurance and Annuity Association of</i>	:	15-CV-421 (AKH) (FM)
<i>America, et al. v. American Realty Capital</i>	:	
<i>Properties, Inc. et al.</i>	:	<b>NOTICE OF MOTION</b>
	:	<b><u>TO DISMISS</u></b>
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**PLEASE TAKE NOTICE** that, upon the accompanying Memorandum of Law and the Declaration of Gary Stein, dated May 29, 2015, and the exhibits attached thereto, Defendants RCS Capital Corporation, Realty Capital Securities, LLC and RCAP Holdings, LLC [f/k/a RCS Capital, LLC] (together the “RCAP Defendants”) hereby move this Court, before the Honorable Alvin K. Hellerstein, in Courtroom 14D at the United States Courthouse, 500 Pearl St., New York, New York 10007, on a date and at a time to be determined by the Court, for an Order pursuant to Federal Rules of Civil Procedure 12(b)(6) and 9(b), and the Private Securities Litigation Reform Act, 15 U.S.C. § 78u–4, dismissing with prejudice the Amended Complaint to the extent it asserts claims against the RCAP Defendants and granting any such further relief as this Court deems just and proper.

Dated: New York, New York  
May 29, 2015

SCHULTE ROTH & ZABEL LLP

By: /s/ Martin L. Perschetz  
Martin L. Perschetz  
Gary Stein  
Christopher H. Giampapa  
Randall Adams

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Securities, LLC*